

## **CONTRACT AGREEMENT**

**THIS CONTRACT, made this 24th day of June 2024 between:**

The **PUBLIC-PRIVATE PARTNERSHIP CENTER OF THE PHILIPPINES**, an agency of the Government of the Republic of the Philippines attached to the National Economic and Development Authority (NEDA) by virtue of Executive Order No. 8, Series of 2010 and Republic Act No. 11966 or the Public-Private Partnership (PPP) Code of the Philippines, with principal office at 8th Floor, One Cyberpod Centris, EDSA cor. Quezon Ave., Brgy. Pinyahan, Quezon City, Philippines, hereinafter referred to as **"PPP CENTER"** (also **"CLIENT"** or **"PROCURING ENTITY"**) and represented by its Deputy Executive Director and Officer-In-Charge, **JEFFREY I. MANALO**.

- and -

**SYCIP GORRES VELAYO & CO.** [in association with Ernst & Young Corporate Advisors Pte. Ltd. (Singapore) [previously Ernst & Young Solutions, LLP], Gatmaytan Yap Patacsil Gutierrez & Protacio (Philippines) and Consultants for Comprehensive Environmental Planning, Inc. (CONCEP) (Philippines)], as sub-consultants), with principal office at 14/F SGV Building 6760 Ayala Avenue, Makati City, Metro Manila, Philippines, hereinafter referred to as the **"CONSULTANT"** and represented by its Partner, **MARIE STEPHANIE C. TAN-HAMED**.

The PPP Center and Consultant shall be collectively referred to as **"Parties"**.

### **ANTECEDENTS**

On December 21, 2023, the Head of Procuring Entity approved the recommendation of the Special Bids and Awards Committee (SBAC), through Resolution No. 2023-009, the following:

1. To resort to negotiated procurement Section 53(d) of RA 9184 and Section 53.4 of the RA 9184 IRR (Adjacent or Contiguous Contract) for the UPLB Agro-Industrial and Information Technology Parks Project;
2. To issue a Supplemental Annual Procurement Plan and the necessary negotiation documents for the negotiated procurement under Section 53(d) of RA 9184 and Section 53.4 of the RA 9184 IRR prior to negotiation with the existing Consultant for the aforesaid Project; and
3. To authorize the SBAC to negotiate with the existing Consultant for the continuation of the remaining services under the pre-existing Contract for Consultant's Services (CCS) for the Project through an adjacent or contiguous contract following negotiated procurement under Section 53(d) of RA 9184 and Section 53.4 of the RA 9184 IRR.

On December 22, 2023, the Supplemental Procurement Plan, which includes the Procurement of Project Preparation and Transaction Advisory Services for the UPLB Agro-Industrial and Information Technology Parks Project

under Section 53.4 of the IRR of RA 9184 was signed by the authorized signatories of the PPP Center.

On December 27, 2023, the SBAC issued the Invitation for Negotiated Procurement to the Consultant.

On January 2, 2024, the Consultant submitted the legal, technical, and financial eligibility documents requested by the SBAC in response to the Invitation for Negotiated Procurement.

On January 5, 2024, the contract negotiation between the PPP Center, University of the Philippines (UP), and the Consultant was held. The negotiations with the Consultant successfully concluded on March 27, 2024

On June 3, the Notice of Award was issued and conformed with by the Consultant.

The PPP Center and the Consultant then executed this negotiated Contract with the conformity of UP. The Contract covers the Project Preparation and Transaction Advisory Services for the UPLB Agro-Industrial and Information Technology Parks Project wherein the Consultant agreed to undertake the Services in the contract amount of **Four Hundred Fifty Thousand Nine Hundred Twenty-Five and 11/100 US Dollars (USD 450,925.11)**, inclusive of taxes.

**NOW THE PARTIES AND UP AGREE AS FOLLOWS:**

1. In this Contract, words and expressions shall have the same meanings as are respectively assigned to them in the Conditions of Contract hereinafter referred to.
2. The following documents shall be attached, deemed to form, and be read and construed as part of this Agreement, to wit:

- a. Annex A – General and Special Conditions of Contract
- b. Annex B – Terms of Reference (TOR)
- c. Annex C - Invitation for Negotiated Procurement
- d. Annex D - Minutes of Contract Negotiation
- e. Annex E - Notice of Award of Contract with the Consultant's *Conforme*
- f. Annex F - Performance Security
- g. The following Appendices

**Appendix I – Description of Services**

- Appendix IA – Work Schedule for Planning and Deliverables
- Appendix IB – Personnel Schedule
- Appendix IC – Expanded Team Composition, Assignment and Key Experts' Inputs

**Appendix II – Reporting Requirements**

**Appendix III – Key Personnel and Subconsultants**

- Appendix IIIA – Curriculum Vitae of Key and Non-Key Experts

**Appendix IV – Breakdown of Contract Price**

- F1 – Remuneration – Foreign and Local Key Experts/Personnel
- F2 – Remuneration – Foreign and Local Non-Key Experts/Personnel
- F3 – Reimbursable Expenses – Foreign and Local

Appendix V – Services and Facilities Provided by the Client

Appendix VI – Consultant's Representations Regarding Costs and Charges

Appendix VII – Breakdown of Agreed Fixed Rates

3. In consideration of the payments to be made by the PPP Center to the Consultant as set forth in the TOR, the Consultant agrees with the PPP Center to execute and complete the Consulting Services and remedy any defects therein in conformity with the provisions of this Contract in all respects.
4. The PPP Center agrees to pay the Consultant in consideration of the execution and completion of the Consulting Services, the Contract Price or such other sum as may become payable under the provisions of this Contract at the times and in the manner prescribed by this Contract.

IN WITNESS WHEREOF the parties thereto have caused this Agreement to be executed the day and year first before written.

For and on behalf of Public-Private Partnership Center of the Philippines, Government of the Republic of the Philippines

For and on behalf of SyCip Gorres Velayo & Co. (Philippines)

  
JEFFREY I. MANALO  
Deputy Executive Director and  
Officer-in-Charge

  
MARIE STEPHANIE C. TAN-HAMED  
Authorized Representative  
Partner

Conforme:

For and on behalf of University of the Philippines,  
Government of the Republic of the Philippines

  
ANGELO A. JIMENEZ  
President, University of the Philippines  
  
